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Counsel for Sierra Liquidity Fund, L.L.C.

IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE DISTRICT OF NEVADA

In Re:)
 USA COMMERCIAL MORTGAGE COMPANY,)
 Debtor.)

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

In Re:)
 USA CAPITAL REALTY ADVISORS, LLC,)
 Debtor.)

Chapter 11

In Re:)
 USA CAPITAL DIVERSIFIED TRUST DEED)
 FUND, LLC,)
 Debtor.)

Jointly Administered Under
 Case No. BK-S-06-10725 LBR

In Re:)
 USA CAPITAL FIRST TRUST DEED FUND,)
 LLC,)
 Debtor.)

DESIGNATION OF LOCAL COUNSEL
 AND CONSENT THERETO

In Re:)
 USA SECURITIES, LLC,)
 Debtor.)

Affects:)
☒ All Debtors)
☐ USA Commercial Mortgage Company)
☐ USA Securities, LLC)
☐ USA Capital Realty Advisors, LLC)
☐ USA Capital Diversified Trust Deed Fund, LLC)
☐ USA Capital First Trust Deed Fund, LLC)

The undersigned, attorney of record for Sierra Liquidity Fund, L.L.C. an interested party herein, has submitted to the Court a "Verified Petition for Permission to Practice in this Case Only". Not being admitted to the bar of this Court, and not maintaining an office in the District of Nevada for the practice of law, he believes it to be in the best interests of the client to designate Michelle L. Abrams, attorney at law, member of the State Bar of Nevada and previously admitted to practice before the above-entitled Court, as associate local counsel in this action. The address of said designated Nevada Counsel is:

Michelle L. Abrams
MICHELLE L. ABRAMS, LTD.
 7201 West Lake Meade Blvd., Suite 210
 Las Vegas, NV 89128
 Telephone: (702) 233-5040
 Facsimile: (702) 233-2209

By this designation the undersigned attorneys and party(ies) agree that all documents and other papers issued out of this Court in the above-entitled case may be served on the designated local counsel. Further, said local counsel shall be responsible for providing copies of the same to the co-counsel. Further, this designation constitutes agreement and authorization by the undersigned for the designated local counsel to sign stipulations binding on all of us. The time for performing any act under applicable Rule shall run from the date of service on the local counsel.

DATED: December 15, 2006

Respectfully submitted,

WARNER STEVENS, L.L.P.

By: /s/ David T. Cohen
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Counsel to:
 Sierra Liquidity Fund, L.L.C.

CONSENT OF DESIGNATED NEVADA COUNSEL

The undersigned hereby consents to serve as associate Nevada counsel in this case and agrees that she is responsible for being counsel upon whom all documents and other papers issued out of this Court shall be served, and that she is responsible to transmit copies of all documents and other papers so served to the admitted out-of-state counsel of record and to keep such counsel informed as to the status of the case.

/s/ Michelle L. Abrams
Designated Nevada Counsel

APPOINTMENT OF DESIGNATED NEVADA COUNSEL

The undersigned appoints Michelle L. Abrams, of Michelle L. Abrams, Ltd., as its Designated Nevada Counsel in this case.

Sierra Liquidity Fund, L.L.C.

By: 

J.S. RILET
PRESIDENT